

**BY-LAWS OF  
TALLAHASSEE DOWNTOWN IMPROVEMENT AUTHORITY**

**ARTICLE I  
MEETINGS OF BOARD**

- 1. The regular monthly meeting of the Board shall be held at a time and place each month set by the Board.**
- 2. Special meetings of the Board may be called for any purpose or purposes at any place in the City of Tallahassee, at any time, by call of the Chairman, or by at least three of the members of the Board. Notice of such special meetings shall be given at least three (3) days prior to the date of such meeting, except emergency meetings upon call of Chairman.**
- 3. Emergency meetings may be held on call of the Chairman so long as the Chairman or Secretary also notifies the public and/or press of the meeting in sufficient time to attend.**
- 4. A quorum at any meeting of the Board shall consist of a majority of the Board but fewer than a quorum may adjourn from time to time and may compel the attendance of absent members. A majority of such quorum present and voting shall decide any question that may come before the meeting.**
- 5. The annual meeting of the Board shall be held during the month of July each year. At such time officers for the ensuing year shall be elected, a report of the past year's activities presented and the budget for the ensuing year formally adopted.**

**ARTICLE II  
OFFICERS**

- 1. The officers of the Board shall be a Chairman, Vice-Chairman, Secretary, and a Treasurer and such other officers as may be deemed necessary, each of whom shall be elected annually for a term of one (1) year unless sooner removed by the Board and each of whom shall hold office until his successor shall be elected and qualified.**
- 2. The Chairman shall be the Chief Executive Officer of the corporation, shall preside at all meetings, shall have general supervision of the affairs of the Board, shall make reports to the Board and to the City Commission of the City of Tallahassee, shall execute all instruments in the name of the Board and shall inscribe the seal where necessary or required, and perform all other duties as are incident to his office or are properly required of him/her by the Board.**

3. The Vice-Chairman in the absence, disqualification or disability of the Chairman, or at his/her direction, shall exercise all of the functions of the Chairman; and in any case so far as the dealings by third-parties with the Board are concerned, the Vice-Chairman shall have equal authority with the Chairman to bind the Board.
4. The Secretary shall have custody of and maintain all the Board records except the financial records; shall record the minutes of all meetings, send out all notices of meetings, and perform such other duties as may be prescribed by the Board or the Chairman. Minutes of each meeting shall be approved by the Chairman and filed with the City Auditor-Clerk.
5. The Treasurer shall have custody of all Board funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meeting of the Board and whenever else required, the Board or Chairman shall perform such other duties as maybe prescribed by the Board or Chairman. The Auditor-Clerk of the City of Tallahassee shall automatically serve as Treasurer until and unless the City Commission shall direct him/her otherwise.
6. The Executive Director shall be responsible for the day to day activities of the Board. He/she shall make studies and investigations, compile reports and generally carry out the functions of the authority under the direction and guidance of the Board. He/she shall serve at the pleasure of the Board and shall be compensated at a salary set by the Board, but not to exceed the highest salary paid to other non-elective city employees. He/she shall be entitled to reimbursement for (his/her) ordinary and necessary expenses incurred in carrying out (his/her) duties. The Executive Director shall not be a member of the Board.
7. The Board may employ and prescribe the compensation for such other employees and independent contractors as may be necessary to carry out its duties and functions. No such employee or independent contractor shall be a member of the Board.
8. Any of said officers may be removed from office for malfeasance in office or conduct prejudicial to the Board by the vote of not less than three-fifths (3/5ths) of the whole membership of the Board at any regular or special meeting of the Board. Provided, however, that any officer so sought to be removed shall be given not less than ten (10) days notice in writing of the charges to be preferred against him/her, and be given an opportunity to refute the same before the Board.

### ARTICLE III

#### SEAL

The corporate seal of the authority shall consist of two concentric circles, between which is the following: TALLAHASSEE DOWNTOWN IMPROVEMENT AUTHORITY, and in the center shall be inscribed: "A Body Corporate 1972."

#### **ARTICLE IV**

##### **FUNDS**

- 1. The fiscal year of the Board shall run from October 1 of each year to September 30 of the following year.**
- 2. Prior to August 1 of each year, the Board shall prepare a budget for the next fiscal year, which said budget shall be prepared in the same manner and contain the same information as those prepared by the City of Tallahassee. After adoption by the Board, the Budget shall be submitted to The City Commission of the City of Tallahassee for its approval but approval of no other officer or body of the City shall be required.**
- 3. All funds of the Board shall be received, held and secured like other public funds by the appropriate fiscal officers of the City. The funds of the authority shall be maintained under a separate account and shall be disbursed only by direction or approval of the Board pursuant to requisitions signed by the Chairman or Vice- Chairman and countersigned by the Executive Director. Warrants for the payment of obligations and expenses of the Board shall be signed by the Chairman and Treasurer of the Board.**
- 4. The Board shall annually secure the services of an independent certified accountant who has no personal interest, direct or indirect, in its fiscal affairs to perform an external audit. A copy of this audit shall be filed with the City Clerk within ninety (90) days after the end of each fiscal year.**

#### **ARTICLE V**

##### **AMENDMENTS**

- 1. The Board may amend these By-Laws consistent with the implementing legislative act creating the Board by majority vote of the Board if the text of the proposed amendment has been read at least once at a previous regular meeting.**
- 2. No amendment to these By-Laws shall become effective until approved by the City Commission.**